

87-0491

December 8, 1986

Premerger Notification Office
Bureau of Competition, Room 303
Federal Trade Commission
Washington, D.C. 20580

VIA DDL COURIER

RECEIVED
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PREMERGER
NOTIFICATION
OFFICE

Re: Acquisition of [REDACTED]

To Whom It May Concern:

This office represents [REDACTED]
[REDACTED] and its subsidiary, [REDACTED]

On or about November 15, 1986 [REDACTED] as "acquiring person", filed with your office a Notification and Report Form for Certain Mergers and Acquisitions. That notification, filed by [REDACTED] as "ultimate parent entity", detailed the pending asset acquisition on December 23, 1986 by [REDACTED] as "acquiring entity", of the [REDACTED] located [REDACTED]. A Notification and Report Form was filed on or about November 15, 1986 for the acquisition by the Sellers, [REDACTED] as the "acquired entity".

Both notifications also requested early termination of the statutory waiting period. Subsequently, we received notice by telephone from Ms. Sandra Peay of the Federal Trade Commission, with written confirmation to follow, that early termination had been granted effective December 1, 1986.

[REDACTED] now wishes to assign its rights under the purchase and sale agreement to [REDACTED] such that [REDACTED] will be the "acquiring entity". [REDACTED] intends to carry out this assignment, and the Partners have conditionally agreed to the assignment, subject to confirmation from the Federal

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Trade Commission and the Department of Justice that said assignment will not extend the statutory waiting period or require a new statutory waiting period so as to delay the scheduled December 23, 1986 consummation date.

Accordingly, this is to advise you of the pending assignment and to respectfully request your confirmation that the sale may proceed as scheduled based upon the original notification and grant of early termination. Please associate this letter with your file on this matter. If further information is required, please advise us at your earliest opportunity.

Thank you in advance for your prompt attention to this matter. Please contact the undersigned or [REDACTED] at [REDACTED] should you have questions or comments.

Sincerely yours,
[REDACTED]

[REDACTED]

QK
W@K
12/11/86